# FORM D



## UNITED STATES ECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

1342288	OMB APPROVAL						
OMMISSION	OMB Number: Expires: Estimated average b hours per form	April 30, 2008 urden					
RITIES	SEC USE ONLY						
ON D,	Prefix	Serial					
R	1	1					
XEMPTION	DATE RECEIVED						

Name of Offering							
Issuance of limited	liability company interests	of Wells Fargo Al	ternative Asset Ma	nagement Captal I	artners Vii	řτc	
Filing Under (Check	box(es) that apply):	☐ Rule 504	☐ Rule 505	<b>⊠</b> Bufe <b>50</b> 6		(3)6) □∟	ILOE
Type of Filing:	☐ New Filing			APR	1 9 900		
		A. BASIC	DENTIFICATI	ON DATA	- 200		
1. Enter the inform	Under (Check box(es) that apply):						
Name of Issuer	check if this is an amer	ndment and name h	as changed, and inc	licate change. 🤾			
Wells Fargo Alterna	ative Asset Management C	apital Partners VII,	LLC				
Address of Executive	Offices:		(Number and Stree	t, City, State, Zip Co	de) Telep	hone Number (	Including Area Code)
c/o Wells Fargo Alte 94105	ernative Asset Managemer	nt, LLC 333 Market	Street, 29 <sup>th</sup> Floor, 5	San Francisco CA			
Address of Principal	Offices		(Number and Street	t, City, State, Zip Co	de) Telep	hone Number (	Including Area Code)
(if different from Exec	cutive Offices)					PF	ROCESSED
Brief Description of E	Business: Private Inves	stment Company					
							MAY 0 1 2007
Type of Business Or	ganization					•	- duobal
	□ corporation	🗀 limited p	artnership, already f	ormed	other (pl	ease specify)	THOMSON
	☐ business trust	☐ limited p	artnership, to be for	med	Limited Lial	oility Company	FINANCIAL
			Month	Year			
Actual or Estimated I	Date of Incorporation or Orga	anization:	0 9	0	4		Estimated
Jurisdiction of Incorp	oration or Organization: (En	ter two-letter U.S. F	ostal Service Abbre	viation for State;			_
		Cf	N for Canada; FN for	other foreign jurisdi	ction)	D E	

## **GENERAL INSTRUCTIONS**

## Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

## **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (5-05)

		A. BASIC II	DENTIFICATION DAT	A	
Each beneficial own     Each executive office	ne issuer, if the is ner having the po cer and director o	suer has been organized wit	rect the vote or disposition of		a class of equity securities of the issuer; rtnership issuers; and
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual): W	ells Fargo Alternative Ass	et Management, LLC (its n	nanaging membe	r)
Business or Residence Add	ress (Number and	d Street, City, State, Zip Coo	de): 333 Market Street, 29 San Francisco, CA 94		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual):	Rauchle, Daniel J.			
Business or Residence Add	ress (Number and	d Street, City, State, Zip Coo	de): c/o Wells Fargo Alterr 333 Market Street, Sa		-
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual):	Welker, Jay			·
Business or Residence Add	ress (Number and	d Street, City, State, Zip Cod	de): c/o Wells Fargo Altern 333 Market Street, Sai		<del>-</del>
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, i	if individual):	Junkans, Dean			<del></del>
Business or Residence Add	ress (Number and	d Street, City, State, Zip Cod	ie): c/o Wells Fargo Altern 333 Market Street, Sar		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, i	f individual): Ade	elman, Alan		<del></del>	
Business or Residence Add		d Charact City Chata Zin Con	e cio Wells Fargo Alternat	tive Δeset Manaσ	ement. LLC
	ress (Number and	o Street, City, State, Zip Coc	•		
Check Box(es) that Apply:	Promoter	Beneficial Owner	333 Market Street, Sar  Executive Officer		
	Promoter	Beneficial Owner	333 Market Street, Sar	Francisco CA 9	4105
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	333 Market Street, San  Executive Officer  Colored  Color	Director  ative Asset Mana	4105  General and/or Managing Partner  agement, LLC
Check Box(es) that Apply: Full Name (Last name first, i	☐ Promoter	☐ Beneficial Owner	333 Market Street, Sar ⊠ Executive Officer	Director  ative Asset Mana	4105  General and/or Managing Partner  agement, LLC
Check Box(es) that Apply: Full Name (Last name first, i Business or Residence Addi	☐ Promoter  If individual): San  ress (Number and	Beneficial Owner  met, R. Scott  d Street, City, State, Zip Cod	333 Market Street, Sar  Executive Officer  C/o Wells Fargo Altern 333 Market Street, Sar	Director  ative Asset Mana	4105  General and/or Managing Partner  agement, LLC 4105
Check Box(es) that Apply:  Full Name (Last name first, i  Business or Residence Addr  Check Box(es) that Apply:	Promoter if individual): San ress (Number and Promoter if individual):	☐ Beneficial Owner  met, R. Scott  d Street, City, State, Zip Cod ☐ Beneficial Owner	333 Market Street, San  ☑ Executive Officer  le): c/o Wells Fargo Altern 333 Market Street, San  ☐ Executive Officer	Director  ative Asset Mana	4105  General and/or Managing Partner  agement, LLC 4105
Check Box(es) that Apply: Full Name (Last name first, i Business or Residence Addi Check Box(es) that Apply: Full Name (Last name first, i	Promoter if individual): San ress (Number and Promoter if individual):	☐ Beneficial Owner  met, R. Scott  d Street, City, State, Zip Cod ☐ Beneficial Owner	333 Market Street, San  ☑ Executive Officer  le): c/o Wells Fargo Altern 333 Market Street, San  ☐ Executive Officer	Director  ative Asset Mana	4105  General and/or Managing Partner  agement, LLC 4105
Check Box(es) that Apply:  Full Name (Last name first, i  Business or Residence Addr  Check Box(es) that Apply:  Full Name (Last name first, i  Business or Residence Addr	Promoter  If individual): San ress (Number and Promoter  If individual): ress (Number and	Beneficial Owner  met, R. Scott  d Street, City, State, Zip Cod  Beneficial Owner  d Street, City, State, Zip Cod	333 Market Street, Sar  Executive Officer  le): c/o Wells Fargo Altern 333 Market Street, Sar  Executive Officer	Director  Director  Asset Mana Francisco CA 9  Director	General and/or Managing Partner  agement, LLC  4105  General and/or Managing Partner
Check Box(es) that Apply:  Full Name (Last name first, i  Business or Residence Addr  Check Box(es) that Apply:  Full Name (Last name first, i  Business or Residence Addr  Check Box(es) that Apply:	Promoter  if individual): San ress (Number and Promoter  if individual): ress (Number and Promoter	□ Beneficial Owner  met, R. Scott  d Street, City, State, Zip Cod □ Beneficial Owner  d Street, City, State, Zip Cod □ Beneficial Owner	333 Market Street, San  ☑ Executive Officer  le): c/o Wells Fargo Altern 333 Market Street, San ☐ Executive Officer  le): ☐ Executive Officer	Director  Director  Asset Mana Francisco CA 9  Director	General and/or Managing Partner  agement, LLC  4105  General and/or Managing Partner

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

	B. INFORMATION ABOUT OFFERING												
1. H	as the issue	er sold, or o	does the is	suer inten			edited inve pendix, Co				•••••	☐ Yes	⊠ No
2. W	hat is the m	iinimum in	vestment t	hat will be	accepted	from any i	ndividual?	••••••					00,000*
												* May be	Waived
3. D	es the offe	ring permi	t joint own	ership of a	single uni	t?						Yes	□No
ar of ar	nter the info by commissifering. If a particular id/or with a sociated per	ion or simi person to l state or st	lar remune be listed is ates, list th	eration for an associ ne name of ser or deal	solicitation ated perso f the broke er, you ma	of purcha on or agen or dealer by set forth	sers in cor t of a broker. If more to the inform	nnection w er or deale than five (5	ith sales o r registere 5) persons	f securities d with the to be liste	s in the SEC d are	, <u>.</u> ,	
Full Na	me (Last na	ame first, il	individual	) We	ils Fargo	Investme	nts, LLC						
Busine	ss or Resid	ence Addr	ess (Numb	er and St	eet, City,	State, Zip	Code)	420 Cali	fornia Str	eet, Suite	800, San	Francisco Ca	alifornia 94104
Name	of Associate	ed Broker o	or Dealer	-									
	n Which Pe												<b>57</b> 411 Occurs
(C [AL]	heck "All Si				s) [CO]								
	□ [IN]	☐ [IA]		(KY)			☐ [MD]				 [MS]		
□ (МТ	[NE]	□ [NV]	□ [NH]	□ [NJ]	□ [NM]	□ [NY]	☐ [NC]	□ [ND]	□ (OH)	□ [OK]	□ [OR]	[PA]	
☐ [RI]	□ (SC)	☐ (SD)	[NT]	□ [тх]	[עדו]	□ (VT)	□ [VA]	□ [WA]		[WI]		□ [PR]	
Full Na	me (Last na	ame first, if	individual	)									
Busine	ss or Reside	ence Addr	ess (Numb	er and Str	eet, City, S	State, Zip	Code)						
Name	of Associate	ed Broker o	or Dealer	-					-				
	n Which Pe heck "All Si												☐ All States
☐ [AL]	_	☐ [AZ]			[CO]						☐ (HI)	[ID]	
	□ [IN]	□ [IA]	☐ [KS]	□ [KY]	□ [LA]	☐ [ME]	[MD]	☐ [MA]	[MI]	☐ [MN]	☐ [MS]	[MO]	
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□ [RI]	□ [SC]	☐ [SD]	□ [TN]	□ [ТХ]	[[UT]	□ (VT)	□ (VA)	□ (WA)	□ [WV]	[wi]	□ [WY]	□ (PR)	
Full Na	me (Last na	me first, if	individual	)								<del>-</del>	
Busine	s or Reside	ence Addr	ess (Numb	er and Str	eet, City, S	State, Zip (	Code)					<del></del>	
Name o	of Associate	d Broker o	or Dealer				<u>.</u>						<u> </u>
	n Which Pe heck "All St												☐ All States
☐ [AL]	_	☐ [AZ]	_		☐ [CO]	_		_	_	☐ [GA]	☐ [HI]	□ [ID]	<del>_</del>
	□ [IN]	□ [IA]	[KS]	[KY]	[LA]	☐ [ME]	☐ {MD}	☐ [MA]	☐ [MI]	☐ [MN]	☐ [MS]	[MO]	
	□ [NE]	□ [NV]	□ [NH]	□ [NJ]	□ [NM]	□ [NY]	☐ [NC]				□ [OR]	□ [PA]	
□ [RI]	☐ (SC)	☐ [SD]		[XT]	[[[	[VT]	□ [VA]	[WA]	□ [WV]	[WI]		□ [PR]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box   and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security		Aggregate Offering Price		Amount Already Sold
	Debt	\$	0	\$	0
	Equity	\$	0	\$	0
	☐ Common ☐ Preferred				
	Convertible Securities (including warrants)	\$	0	<u>\$</u>	0
	Partnership Interests	\$	0	_ \$_	0
	Other (Specify) Limited Liability Company Interests	\$	100,000,000	_ \$_	122,616,802
	Total	\$	100,000,000	\$	122,616,802
	Answer also in Appendix, Column 3, if filing under ULOE				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
			Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors		54	\$	122,616,802
	Non-accredited Investors		n/a	<u>\$</u>	n/a
	Total (for filings under Rule 504 only)		0	<u>\$</u>	0
	Answer also in Appendix, Column 4, if filing under ULOE				
3.	If this filling is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1.				
	Type of Offering		Types of Security		Dollar Amount Sold
	Rule 505		n/a	<u>\$</u>	n/a
	Regulation A		n/a_	\$	n/a
	Rule 504	-	n/a_	\$	n/a
	Total		n/a	<u>\$</u>	n/a
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees		🗆	<u>\$</u>	0
	Printing and Engraving Costs		🗆	\$	0
	Legal Fees		🛭	\$	63,995
	Accounting Fees		🗆	\$	0
	Engineering Fees		🗆	\$	0
	Sales Commissions (specify finders' fees separately)		🛮	\$	53,000
	Other Expenses (identify)	•••••	🗖	\$	0
	Total		🛛	\$_	116,995

	C. OFFERING PRICE, NUMB	ER OF INVESTORS, EXP	ENSES	AND USE OF PE	ROCEEDS	· · · · · · · · · · · · · · · · · · ·	
4	Question 1 and total expenses fumished in response to	Part C-Question 4.a. This differe	nce is the	ı	<u>\$1</u>		<u>5</u> _
5	used for each of the purposes shown. If the amount for estimate and check the box to the left of the estimate. T	any purpose is not known, furnish he total of the payments listed me	nan ust equal			<del>-</del>	
	the adjusted gloss proceeds to the issuel set forth in les	punse to Part C – Question 4.b. a	ibove.	Payments to Officers, Directors & Affiliates		Payments to Others	
	Salaries and fees			\$	🗆	\$	
	Purchase of real estate			\$		\$	
	Purchase, rental or leasing and installation of ma	chinery and equipment		\$		\$	
	Construction or leasing of plant buildings and fac	ilities		\$		\$	
	offering that may be used in exchange for the ass	sets or securities of another issue		\$	П	s	
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		_	_	3			—
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Outstin 1 and total expenses furnished in response to Part C—Guestion 4.a. This difference is the "rigitusted gross proceeds to the issuer."  Indicate below the emount of the siguised gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount of roan pyrupose is not known, furnish an estimate and check the box to the laft of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C—Question 4.b. above.  Payments to Officers.  Directors 8.  Affiliates  Salaries and fees		<u> </u>					
	Total payments Listed (column totals added)	•••••••••••••••••••••••••••••••		☒	* ///	337003	
		D. FEDERAL SIGNATU	RE				
CO	nstitutes an undertaking by the issuer to furnish to the U.S	<ol> <li>Securities and Exchange Comm</li> </ol>					
lss	suer (Print or Type) Wells Fargo Alternative Asset	Signature Signature	7		Date	<u> </u>	
	· · · · · · · · · · · · · · · · · · ·	1	2		April	12, 2007	
		1	Alternat	iva Assat Managam	ent IIC its	: Managing Meml	nor
Λ.	Scott Samet	Vice Fresident of Wells Farge	Aileinai	ive Asset Managem	ent, LLC, its	- wanaging wemi	<del></del>
		ATTENTION					
	Intentional misstatements or omiss	·	riminal vi	iolations. (See 18 U	.S.C. 1001.)		
			-	•	,		

	See Appe	ndix, Column 5, for state response.		
2.		sh to any state administrator of any state in which this te law.	notice is filed a notice on Form D	
3.	The undersigned issuer hereby undertakes to furnis	sh to the state administrators, upon written request, inf	formation furnished by the issuer to offerees.	
4.	Exemption (ULOE) of the state in which this notice	is filed and understands that the issuer claiming the av		
	(17 CFR 239.500) at such times as required by state law.  The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.  The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.  Let has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly led person.			
	Print or Type) Wells Fargo Alternative Asset ment Capital Partners VII, LLC	Signature	Date April 12, 2007	

Title of Signer (Print or Type):

Vice President of Wells Fargo Alternative Asset Management, LLC, its Managing Member

**E. STATE SIGNATURE** 

Is any party described in 17 CFR 230.262 presently subject to any of the disqualification

### Instruction:

Name of Signer (Print or Type)

R. Scott Samet

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				АР	PENDIX				,		
1	2 3 4								5		
	to non-ad investors	to sell ccredited s in State - Item 1)	Type of security and aggregate offering price offered in state (Part C – Item 1)		Type of investor and amount purchased in State (Part C – Item 2)						
State	Yes	No	Limited Liability Company Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
AL											
AK		Х	100,000,000	3	\$1,510,000	0	\$0		х		
AZ		Х	\$100,000,000	2	\$551,232	0	\$0		х		
AR											
CA		х	\$100,000,000	25	\$92,670,364	0	\$0		х		
СО		х	\$100,000,000	3	\$3,273,395	0	\$0		х		
СТ							_				
DE											
DC											
FL		х	\$100,000,000	1	\$671,312	0	\$0		х		
GA											
н	·										
ID											
IL											
IN											
IA		х	\$100,000,000	1	\$562,366	0	\$0		×		
KS											
KY											
LA	·										
ME											
MD		Х	\$100,000,000	1	\$538,435	0	\$0		х		
MA											
МІ											
MN											
MS											
МО											
МТ		Х	\$100,000,000	1	\$844,894	0	\$0	1	х		
NE			-								
NV		Х	\$100,000,000	1	\$482,499	0	\$0		×		
NH				· · · · · · · · · · · · · · · · · · ·							
NJ								<u> </u>			

			W4+	АР	PENDIX	_				
1	- 2	2	3			4		5	<del></del> ;	
	Intend to non-ad investors (Part B -		Type of security and aggregate offering price offered in state (Part C – Item 1)		Type of investor and Amount purchased in State (Part C – Item 2)					
State	Yes	No	Limited Liability Company Interests	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No	
NM										
NY				<u> </u>						
NC						1				
ND										
ОН							-			
ок										
OR										
PA				,						
RI						1				
sc						1				
SD				· · · · · · · · · · · · · · · · · · ·						
TN										
TX		х	\$100,000,000	14	\$18,343870	0	\$0		х	
UT										
VT										
VA										
WA		х	\$100,000,000	1	\$500,000	0	\$0		х	
wv										
WI										
WY		х	\$100,000,000	1	\$1,719,019	0	\$0		х	
Non US										

